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*Proposed Counsel for Debtors and
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:
Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], (ix) Powin Energy Operating, LLC [6487] (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

NOTICE OF REVISED ORDER APPROVING SALE TO FLEXGEN POWER SYSTEMS, LLC AND REVISED ASSET PURCHASE AGREEMENT

PLEASE TAKE NOTICE that, on July 17, 2025, the United States Bankruptcy Court for the District of New Jersey (the “Court”) entered the *Order (I) Designating a Stalking Horse Bidder and Approving Stalking Horse Bidder Protections, (II) Approving Bidding Procedures by Which Interested Parties May Bid and an Auction Sale Format in Connection With the Sale of Substantially All of the Debtors’ Assets, (III) Approving Form of Asset Purchase Agreement, (IV) Approving Form of Notice to be Provided to Interested Parties, (V) Authorizing the Assumption and Assignment of Assumed Contracts and Notice Procedures Thereto, (VI) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder, and (VII) Authorizing the Sale of the Debtors’ Property Free and Clear of All Causes of Action and Claims* [Docket No. 413] (the “Bidding Procedures Order”) in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”). The bidding procedures (the “Bidding Procedures”) were attached to the Bidding Procedures Order as Exhibit 1;

PLEASE TAKE FURTHER NOTICE that, on July 31, 2024, the Debtors filed a *Notice of Winning Bidders* [Docket No. 591], which attached the FlexGen Asset Purchase Agreement as Exhibit B;

PLEASE TAKE FURTHER NOTICE that, on August 2, 2025, the Debtors filed a *Notice of Proposed Orders Approving Sales* [Docket No. 608], which attached, among others things, a proposed *Order (I) Authorizing The Debtors to Enter Into and Perform Under the FlexGen Power Systems, LLC Asset Purchase Agreement, (II) Approving the Sale of Purchased Assets Free And Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment of the Assumed Contracts to Purchaser and Establishing Cure Amounts Related*

Thereto in Accordance With the Assumption and Assignment Procedures, and (IV) Granting Related Relief;

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures, the Debtors hereby file:

- **Exhibit A** - Revised Order (I) Authorizing The Debtors to Enter Into and Perform Under the FlexGen Power Systems, LLC Asset Purchase Agreement, (II) Approving the Sale of Purchased Assets Free And Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment of the Assumed Contracts to Purchaser and Establishing Cure Amounts Related Thereto in Accordance With the Assumption and Assignment Procedures, and (IV) Granting Related Relief, attaching the revised FlexGen Asset Purchase Agreement as Schedule 1 thereto.
- **Exhibit B** – Redline of Changes - Order (I) Authorizing The Debtors to Enter Into and Perform Under the FlexGen Power Systems, LLC Asset Purchase Agreement, (II) Approving the Sale of Purchased Assets Free And Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment of the Assumed Contracts to Purchaser and Establishing Cure Amounts Related Thereto in Accordance With the Assumption and Assignment Procedures, and (IV) Granting Related Relief.
- **Exhibit C** – Redline of Changed Pages – FlexGen Asset Purchase Agreement

[Signature page to follow]

Dated: August 6, 2025

DENTONS US LLP

/s/ Lauren Macksoud

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